

WC 05-268

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August 19, 2005

BY HAND DELIVERY

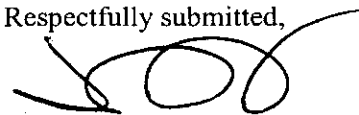
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of Connecticut Telephone and Communications Systems, Inc., and Partner Communications LLC, Application for Consent to Transfer Control of Companies Holding International Authorizations and Blanket Domestic Authorizations Pursuant to Section 214 of the Communications Act of 1934, as Amended

Enclosed for filing, on behalf of Connecticut Partner Telecom, Inc. and CTC Communications Group, Inc. ("CTC Group") (collectively the "Parties"), please find an original and five (5) copies of the above-captioned application. The Parties request authority for the transfer of control of Connecticut Telephone and Communications Systems, Inc. and Partner Communications LLC, now known as Connecticut Broadband, LLC from Connecticut Partner Telecom to CTC Communications Group. This application is being filed concurrently with the International Bureau via its IBFS electronic program.

Remittance Form 159 and two checks in the amount of \$895 each are appended (one filing fee per applicant). An additional copy of this filing for date-stamp and return has been provided as well. If there are any questions regarding this application, please contact the undersigned counsel. Thank you in advance for your assistance with this matter.

Respectfully submitted,



Tamara E. Connor

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

| | | | |
|---|----------------------------------|--|------------------------|
| (1) LOCK BOX # 358145 | | SECTION A - PAYER INFORMATION | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP | | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00 | |
| (4) STREET ADDRESS LINE NO. 1 8000 Towers Crescent Drive | | | |
| (5) STREET ADDRESS LINE NO. 2 Suite 1200 | | | |
| (6) CITY Vienna | | (7) STATE VA | (8) ZIP CODE 22182 |
| (9) DAYTIME TELEPHONE NUMBER (include area code) (703) 918-2300 | | (10) COUNTRY CODE (if not in U.S.A.) | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | |
| (11) PAYER (FRN) 0006-5547-78 | | | |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | |
| (13) APPLICANT NAME Connecticut Telephone and Communications Systems, Inc. | | | |
| (14) STREET ADDRESS LINE NO. 1 528 Washington Avenue | | | |
| (15) STREET ADDRESS LINE NO. 2 | | | |
| (16) CITY North Haven | | (17) STATE CT | (18) ZIP CODE 06473 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) | | (20) COUNTRY CODE (if not in U.S.A.) | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | |
| (21) APPLICANT (FRN) 0003-7533-16 | | | |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE C U T | (25A) QUANTITY 1 | |
| (26A) FEE DUE FOR (PTC) \$895.00 | (27A) TOTAL FEE \$895.00 | | |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 | |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY | |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | | |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 | |
| SECTION D - CERTIFICATION | | | |
| CERTIFICATION STATEMENT I, <u>Tamara E. Connor</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. | | | |
| SIGNATURE <u>Tamara E. Connor</u> | | DATE <u>8/19/05</u> | |
| SECTION E - CREDIT CARD PAYMENT INFORMATION | | | |
| MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ | | | |
| ACCOUNT NUMBER _____ | | EXPIRATION DATE _____ | |
| I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. | | | |
| SIGNATURE _____ | | DATE _____ | |

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

| | | |
|--|-------------------------|--------------------------------------|
| (13) APPLICANT NAME Partner Communications LLC | | |
| (14) STREET ADDRESS LINE NO. 1 528 Washington Avenue | | |
| (15) STREET ADDRESS LINE NO. 2 | | |
| (16) CITY North Haven | (17) STATE CT | (18) ZIP CODE 06473 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) (203) 985-3401 | | (20) COUNTRY CODE (if not in U.S.A.) |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | |
| (21) APPLICANT (FRN) 0005-0788-29 | | |

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

| | | |
|--|---|----------------------------|
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE C U T | (25A) QUANTITY 1 |
| (26A) FEE DUE FOR (PTC) \$895.00 | (27A) TOTAL FEE \$895.00 | |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 |
| (23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE CODE | (25C) QUANTITY |
| (26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | |
| (28C) FCC CODE 1 | | (29C) FCC CODE 2 |
| (23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE CODE | (25D) QUANTITY |
| (26D) FEE DUE FOR (PTC) | (27D) TOTAL FEE | |
| (28D) FCC CODE 1 | | (29D) FCC CODE 2 |
| (23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE CODE | (25E) QUANTITY |
| (26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | |
| (28E) FCC CODE 1 | | (29E) FCC CODE 2 |
| (23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE CODE | (25F) QUANTITY |
| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | |
| (28F) FCC CODE 1 | | (29F) FCC CODE 2 |

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FCC/MELLON

AUG 19 2005

In the Matter of)

CONNECTICUT TELEPHONE AND)
COMMUNICATIONS SYSTEMS, INC.)

PARTNER COMMUNICATIONS LLC)

Application for Consent to Transfer)
Control of Companies Holding)
International Authorizations and Blanket)
Domestic Authorizations Pursuant)
to Section 214 of the Communications Act)
of 1934, as Amended)

WC Docket No. 05-____

File No. ITC-T/C-____

APPLICATION

Connecticut Partner Telecom, Inc. ("CPT") (FRN: 0013-9013-92) and CTC Communications Group, Inc. ("CTC Group") (FRN: 0009-7049-74) (CPT and CTC Group, collectively the "Parties" or "Applicants"), by their attorneys, hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.04, 63.24(e), for the transfer of control of Connecticut Telephone and Communications Systems, Inc. ("Connecticut Telephone") (FRN: 0003-7533-16) and Partner Communications LLC, now known as Connecticut Broadband, LLC ("Connecticut Broadband") (FRN: 0005-0788-29) from CPT to CTC Group. As discussed herein, Connecticut Telephone and Connecticut Broadband are indirect subsidiaries of CPT, which is jointly owned by Partner Communications Holdings LLC ("Partner") and Alexandra Telephone Acquisition, LLC ("ATA"). Connecticut

Telephone and Connecticut Broadband are competitive local exchange carriers ("CLECs") that provide a variety of telecommunications and information services to business and residential customers in Connecticut. Connecticut Telephone and Connecticut Broadband each hold global Section 214 authority to provide international services on a resale basis.¹

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in CTC Group (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10%; (2) CTC Group (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c), (1) CTC Group is affiliated with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power in the countries in which it operates; (2) CTC Group is not affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private

¹ See IB File No. ITC-214-19960717-00316, granted Aug. 30, 1996, in Report No. I-8200, DA 96-1484, rel. Sept. 5, 1996 (Connecticut Telephone) and IB File No. ITC-214-19961001-00475, granted Nov. 29, 1996, in Report No. I-8219, DA 96-2031, rel. Dec. 5, 1996 (Connecticut Broadband).

lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

I. LICENSEES AND APPLICANTS

A. Connecticut Telephone, Connecticut Broadband, and CPT

Connecticut Telephone is a Connecticut corporation that is headquartered at 528 Washington Avenue, North Haven, Connecticut 06473. Connecticut Broadband is a Connecticut limited liability company that is also headquartered at 528 Washington Avenue, North Haven, Connecticut 06473. Connecticut Telephone and Connecticut Broadband are indirect subsidiaries of CPT, a Delaware corporation that is headquartered at 528 Washington Avenue, North Haven, Connecticut 06473. Prior to August 15, 2005, CPT was owned on a 50%/50% basis by Partner and ATA.² Partner is a Connecticut limited liability company whose headquarters address is 528 Washington Avenue, North Haven, Connecticut 06473, while ATA is a Delaware limited liability company whose headquarters address is 445 Park Avenue, Suite 1401, New York, New York 10022. Several minority shareholders indirectly hold 20% of the ownership interest in Connecticut Telephone in total.³

Connecticut Broadband provides voice, data, Internet, and related services to business customers in Connecticut. Its services include local and long distance phone service; DSL services; high-speed dedicated Internet access; high-speed bandwidth services; web hosting; conference calling; consulting; and point-to-point private line

² As discussed in Section II *infra*, on August 15, 2005, CTC Group took a minority interest in CPT by purchasing 99% of ATA's interest in CPT.

³ Thus, prior to August 15, 2005, 1) Partner and ATA each held an indirect 50% ownership interest in Connecticut Broadband, and 2) Partner and ATA each held a 40% ownership interest in Connecticut Telephone, while the minority shareholders held indirectly 20% of Connecticut Telephone in total.

services. Connecticut Telephone provides voice, data, Internet and related services to residential customers, as well as wireless services to business and residential customers, in Connecticut. Connecticut Telephone's services include local and long distance phone service; DSL services; and cellular and paging services.

Connecticut Broadband and Connecticut Telephone deliver their wireline telecommunications services over an ATM-based broadband network that the companies have deployed throughout the high-density business markets in Connecticut. This network consists of ATM switches as well as transmission facilities that they obtain from other telecommunications carriers. Connecticut Broadband and Connecticut Telephone also provide service through resale arrangements with other telecommunications carriers. Connecticut Telephone provides cellular and paging services only on a resale basis.

B. CTC Group

CTC Group is a Delaware corporation with headquarters at 220 Bear Hill Road, Waltham, Massachusetts 02451. CTC Group is a holding company for CTC Communications Corp. ("CTC") and Lightship Telecom LLC ("Lightship"), which are also located at 220 Bear Hill Road Waltham, Massachusetts 02451. CTC and Lightship are common carriers that provide communications services to medium and large businesses predominantly in the northeast and mid-Atlantic regions (Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia). CTC's most recent authority to provide facilities-based and resale international services on a global basis was granted on July 30, 2004 in IB File No. ITC-214-20040708-00260

(the "2004 Section 214 Authorization").⁴ In Virginia, CTC provides service through its wholly-owned subsidiary, CTC Communications of Virginia, Inc. ("CTC Virginia"). Lightship's most recent authority to provide facilities-based and resale international services on a global basis was granted on March 25, 1999 in IB File No. ITC-214-19990203-00056.⁵ Lightship is a recent acquisition of CTC Group.⁶

CTC's and Lightship's service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, ATM; Internet access, webmail and converged services. Where possible, CTC and Lightship provide their services using CTC's broadband, IP-based network known as the PowerPath® Network and Lightship's more traditional circuit switch-based network. CTC's PowerPath® Network uses Cisco network infrastructure and a redundant fiber optic backbone (8,200 miles). CTC and Lightship also provide service by reselling the local and interexchange telephony services of other telecommunications carriers.

CTC Group is a wholly-owned subsidiary of Columbia Ventures Broadband LLC ("CVC Broadband"), which is, in turn, a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"). CVC Broadband, a Washington state limited liability company, is a holding company. CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. The Commission approved CVC's acquisition of CTC and CTC

⁴ See DA 04-2472, rel. Aug. 04, 2004.

⁵ See Report No. TEL-00077, rel. Mar. 25, 1999

⁶ See FCC File No. ITC-T/C-20050324-00122 and WC Docket No. 05-165 (the "Lightship transfer authorization").

Virginia on November 6, 2003 in WC Docket No. 03-191⁷ and on October 24, 2003 in IB File No. ITC-T/C-20030910-00471. CVC holds global facilities-based and resale international Section 214 authority as granted by the Commission on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.⁸ Neither CVC nor CVC Broadband provide telecommunications services.

In August 2004, CVC notified the Commission that a number of wholly-owned CVC subsidiaries – CTC Virginia, CVC Acquisition Company (Ireland) Limited (now known as Hibernia Atlantic Cable System Limited or “Hibernia Ireland”), CVC Acquisition Company (UK) Limited (now known as Hibernia Atlantic (UK) Limited or “Hibernia UK”), CVC Acquisition Company (Canada) Ltd. (“CVC Canada”), and Columbia Ventures U.S. Acquisition LLC (now known as Hibernia Atlantic U.S. LLC or “Hibernia USA”) -- would operate under CVC’s Section 214 authority, as permitted under Section 63.21(h) of the Commission’s Rules, 47 C.F.R. § 63.21(h).⁹ As previously indicated, CTC Virginia’s service offerings and means of service are the same as CTC. The remaining CVC companies listed (the “Hibernia Companies”) have ownership interests in Hibernia Atlantic (formerly known as the 360atlantic Cable Network), a submarine cable network extending between the U.S., Canada, the U.K. and Ireland.¹⁰

⁷ See DA 03-3645, rel. Nov. 13, 2003.

⁸ See Letter from Joan E. Neal, counsel to CVC, to Marlene H. Dortch, Secretary, FCC, dated May 6, 2004, in FCC File No. ITC-214-19980820-00606.

⁹ See FCC File No. ITC-ASG-20040506-00308, Report No. TEL-00821, rel. Aug. 12, 2004. One of the companies listed in the letter, CVC Acquisition Iceland Limited, does not exist at this time.

¹⁰ See File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103, granted Jan. 31, 2003, in DA No. 03-335, rel. Jan. 31, 2003.

None of the Hibernia Companies provide regulated telecommunications services in the U.S. at this time. None of the foreign Hibernia Companies have market power in their destination markets, a fact confirmed by the FCC when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization.

CVC holds ownership interests in two other foreign telecommunications carriers, Globalstar Australia and Magnet Networks Limited ("Magnet Networks"). CVC's wholly-owned subsidiary, Columbia Ventures (Australia) Pty. Ltd., holds a 50% interest in Globalstar Australia, a provider of competitive wireless services in Australia. Globalstar Australia does not have market power in Australia, a fact confirmed by the FCC when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization. Magnet Networks is a wholly-owned indirect subsidiary of CVC and a provider of voice, data, and television services in Ireland. Magnet Networks does not have market power in Ireland, a fact confirmed by the FCC when it retained CTC's non-dominant status in granting the Lightship transfer authorization. CVC also owns one other telecommunications company that operates in the U.S. – Fiberlink LLC d/b/a Columbia Fiber Solutions, a dark fiber provider in Washington state.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100% of the ownership interest in CVC. Mr. Peterson is Chairman of the Board of CTC and Lightship, and Chief Executive Officer, Chairman and Founder of CVC. None of Mr. Peterson's ownership interests in U.S. telecommunications service providers outside of CVC exceed 10%. Mr. Peterson owns 100% of European Access Providers Limited ("LEAP"), a competitive provider of wireless and Internet over DSL services in Ireland. LEAP holds less than a

50% market share in the international transport and local access market in Ireland and thus does not have market power in Ireland.

A diagram showing the current corporate structure of the Applicants is provided in Exhibit A.

II. DESCRIPTION OF THE TRANSACTION

On August 12, 2005, CTC Communications Leasing Corp., a wholly-owned subsidiary of CTC Group ("Buyer"), CPT, Partner, Alexandra Broadband, Inc. ("Alexandra Broadband"), ATA, and Alexandra CTEL Holdings, Inc. ("Alexandra CTEL Holdings") entered into a Stock and Partnership Interest Purchase and Sale Agreement (the "Purchase Agreement"). Pursuant to the Purchase Agreement, on August 15, 2005, Buyer purchased, *inter alia*, 99% of ATA's interest in CPT from ATA in return for a cash payment, thereby giving Buyer (and Buyer's ultimate parent company, CTC Group) a 49.5% interest in CPT.¹¹ In acquiring this 49.5% interest, Buyer did not obtain any rights to appoint officers or directors of CPT or otherwise obtain *de facto* control of CPT.

The Purchase Agreement provides that at final closing, Buyer will purchase, *inter alia*, the remaining 1% of ATA's interest in CPT from ATA, as well as all of Partner's interest in CPT, in return for a cash payment.¹² Thus, at final closing, Buyer will assume control of CPT and will obtain the right to appoint its officers and directors. Final closing is contingent on receipt of all necessary regulatory approvals, among other things. At or shortly after closing, the business customers of Connecticut Broadband will be

¹¹ Thus as of August 15, 2005, CTC Group held an indirect 49.5% interest in Connecticut Broadband and an indirect 39.6% interest in Connecticut Telephone.

¹² The interests of the minority shareholders in Connecticut Telephone will be extinguished pursuant to prior existing drag-along rights at final closing.

migrated to CTC without change in service or associated rates, terms or conditions and after all required regulatory filings are made and approvals obtained. No change of carrier is anticipated at closing for the business or residential customers of Connecticut Telephone and, thus, the transaction will be transparent to them.

A diagram showing the corporate structure of CTC Group post-close is provided in **Exhibit B**.

III. PUBLIC INTEREST STATEMENT

The transfer of control of Connecticut Telephone and Connecticut Broadband to CTC Group will serve the public interest, as consumers in the Northeast, particularly Connecticut, will benefit from the operation of four CLECs – Connecticut Telephone, Connecticut Broadband, Lightship, and CTC – under one umbrella company, CTC Group. The combination of Connecticut Broadband and Connecticut Telephone with CTC will further strengthen the competitive position of these companies as a leading regional competitive telecommunications provider in the Northeast and will significantly strengthen the ability of the combined companies to compete more effectively in the State of Connecticut.¹³ The combined companies will benefit from increased economies of scale that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined companies to increase their operating income and free cash flow. Given the difficulties with which the competitive telecommunications industry is now struggling, the enhancement of Connecticut Telephone and Connecticut Broadband in this manner would benefit Connecticut consumers.

¹³ CTC Group notes that Lightship does not currently provide service in Connecticut.

At the same time, the proposed merger does not present any anti-competitive issues. Customers of Connecticut Telephone and Connecticut Broadband will continue to receive high-quality telecommunications and information services without interruption and without change in rates, terms or conditions. The business customers of Connecticut Broadband that will be migrated to CTC at or soon after closing will be notified in accordance with Section 64.1120(e)(3) of the Commission's Rules, and filings will be made in CC Docket No. 00-257 as required.

Furthermore, the combination of Connecticut Telephone, Connecticut Broadband, CTC, and Lightship under one umbrella company will not have a negative impact on competition. Connecticut Telephone and CTC are non-dominant carriers that will continue to compete with SBC, Verizon and other CLECs in the local and long distance markets. In the geographic markets in which the operations of the combined companies overlap -- *i.e.*, Connecticut -- the total market share of the combined companies in the local service market is less than 5%. Furthermore, there are a number of other CLECs -- including, but not limited to, Conversent, Cox (residential), Comcast (residential), PAETEC, Choice One, and Lightpath -- operating in the Connecticut market, as well as the incumbent carrier, SBC, which controls a substantial market share in Connecticut. While Connecticut Telephone and Connecticut Broadband will become affiliated with foreign carriers post-close, for each such foreign carrier affiliate, the Commission has already recognized that the affiliated foreign carrier lacks market power and thus poses no threat to competition, and/or the foreign carrier affiliate lacks 50% market share in the international transport and local access market in the countries in which it operates.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

Connecticut Partner Telecom, Inc. ("CPT") (Transferor)
528 Washington Ave.
North Haven, CT 06473
Tel: (203) 985-3401
Fax: (203) 234-6151
FRN: 0013-9013-92

CTC Communications Group, Inc. ("CTC Group") (Transferee)
220 Bear Hill Road
Waltham, MA 02451
Tel: (781) 522-8773
Fax: (781) 522-8711
FRN: 0009-7049-74

Name, address and telephone number of the licensees being transferred:

Connecticut Telephone and Communications Systems, Inc. ("Connecticut Telephone")
528 Washington Ave.
North Haven, CT 06473
Tel: (203) 985-3401
Fax: (203) 234-6151
FRN: 0003-7533-16

Partner Communications LLC ("Connecticut Broadband")
528 Washington Ave.
North Haven, CT 06473
Tel: (203) 985-3401
Fax: (203) 234-6151
FRN: 0005-0788-29

(b) CPT and CTC Group are corporations organized under the laws of Delaware.

- (c) Correspondence concerning this Application should be sent to:

| For CPT | For CTC Group |
|--|--|
| William J. Kaliszewski President and CEO Connecticut Partner Telecom, Inc. 528 Washington Ave. North Haven, CT 06473 Tel: (203) 985-3401 Fax: (203) 234-6151 wkaliszewski@ctbroadband.com | Pamela L. Hintz Vice President, Regulatory Affairs CTC Communications Corp. 220 Bear Hill Road Waltham, MA 02451 Tel: (781) 622-2116 Fax: (781) 622-2185 Pamela.hintz@ctcnet.com |
| Brad N. Mondschein Updike, Kelly & Spellacy, P.C. 24th Floor One State Street Hartford Steam Boiler Building Hartford, CT 06103 Tel: (860) 548-2675 Fax: (860) 548-2680 bmondschein@uks.com | Joan M. Griffin Kelley Drye & Warren LLP 8000 Towers Crescent Drive, Suite 1200 Vienna, VA 22182 Tel: (703) 918-2300 Fax: (703) 918-2450 jgriffin@kelleydrye.com |

- (d) CPT does not hold Section 214 authority. Its wholly-owned subsidiaries, Connecticut Telephone and Connecticut Broadband, hold global Section 214 authority to provide international services on a resale basis, granted on August 30, 1996 in IB File No. ITC-214-19960717-00316 and on November 29, 1996 in IB File No. ITC-214-19961001-00475, respectively. CTC Group does not hold Section 214 authority. Its wholly-owned subsidiaries, CTC and Lightship, hold global Section 214 authority to provide international services on a facilities and resale basis, granted on July 30, 2004 in IB File No. ITC-214-20040708-00260 and on March 25, 1999 in IB File No. ITC-214-19990203-00056, respectively. In addition, its parent company, CVC, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.
- (h) Following consummation of the proposed transaction, Connecticut Broadband and Connecticut Telephone will be wholly-owned subsidiaries of CTC Group, a holding company whose address is 220 Bear Hill Road, Waltham, MA 02451. CTC Group is a wholly-owned subsidiary of CVC Broadband, a Washington state limited liability company that is a holding company. CVC Broadband is, in turn, a wholly-owned subsidiary of CVC, a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S.

citizen, holds 100% of the ownership interest in CVC. Mr. Peterson is Chairman of the Board of CTC and Lightship, and Chief Executive Officer, Chairman and Founder of CVC. The address of CVC Broadband, CVC, and Mr. Peterson is 203 SE Park Plaza Drive, Suite 270, Vancouver, WA 98684. Mr. Peterson is also an alternate director of Globalstar Australia and a director of Magnet Networks, Hibernia UK, CVC Canada, and Hibernia Ireland and LEAP.

- (i) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that (i) it is not a foreign carrier, and (b) it is affiliated with foreign carriers in Australia, Canada, Ireland, and the U.K.
- (j) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that (i) CTC Group is not a foreign carrier in any destination market; (ii) CTC Group does not control a foreign carrier in any destination market; (iii) CVC -- an entity that controls CTC Group -- controls a foreign carrier in Australia, Canada, Ireland, and the U.K., while Mr. Peterson (a U.S. citizen who controls CVC) controls a foreign carrier in Ireland; and (iv) two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25% of CTC Group and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Australia, Canada, Ireland, and the U.K. are all members of the World Trade Organization.
- (l) Each of CTC Group's foreign carrier affiliates in Australia, Canada, Ireland, and the U.K. holds significantly less than 50% market share in the international transport and local access markets in its respective country. Accordingly, CTC Group's foreign carrier affiliates lack market power and CTC Group is entitled to a presumption of non-dominant treatment. The Commission acknowledged that (i) none of the foreign Hibernia Companies have market power in their respective destination markets when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization; (ii) Globalstar Australia does not have market power in Australia when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization; and (iii) Magnet Networks does not have market power in Ireland when it retained CTC's non-dominant status in granting the Lightship transfer authorization.
- (m) See response to item (l).
- (n) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.

- (o) As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c), (i) CTC Group is affiliated with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power in the countries in which it operates, and/or the foreign carrier affiliate lacks 50% market share in the international transport and local access market in the countries in which it operates; (ii) CTC Group is not affiliated with any dominant U.S. carrier; and (iii) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

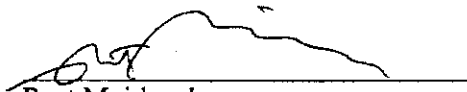
In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit C.

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

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Date: August 18, 2005

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

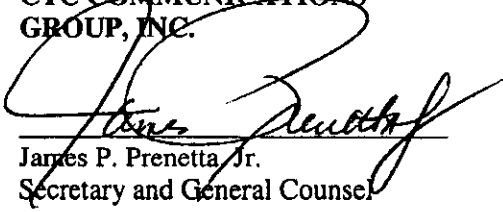
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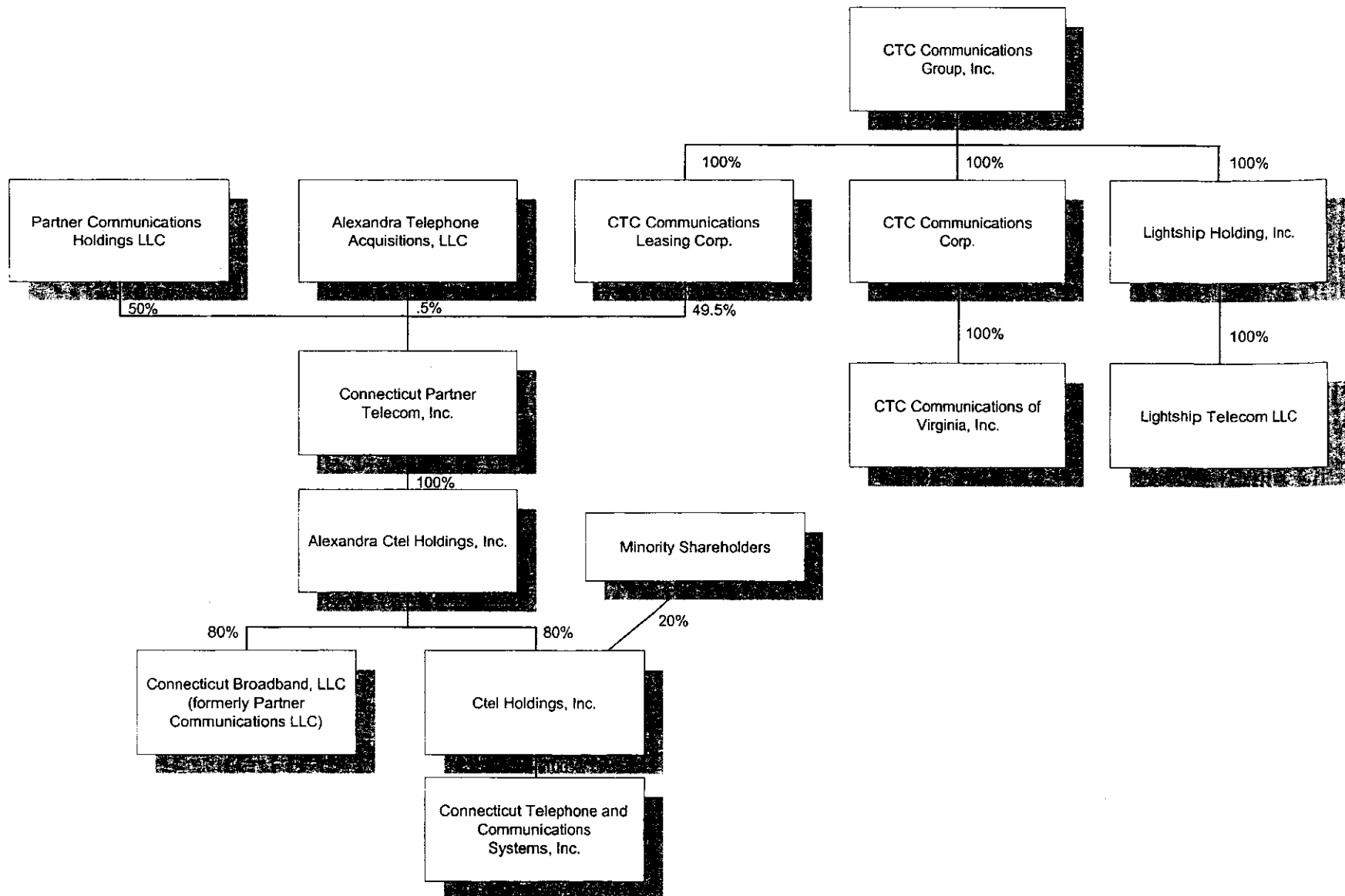
Date: August 18, 2005

LIST OF EXHIBITS

| | |
|-----------|--|
| EXHIBIT A | Current Corporate Structure of CTC Group |
| EXHIBIT B | Proposed Corporate Structure of CTC Group Post-Close |
| EXHIBIT C | Domestic Section 214 Transfer of Control Information |

Exhibit A

Current Corporate Structure of Applicants



Corporate Structure of CTC Group Post-Close

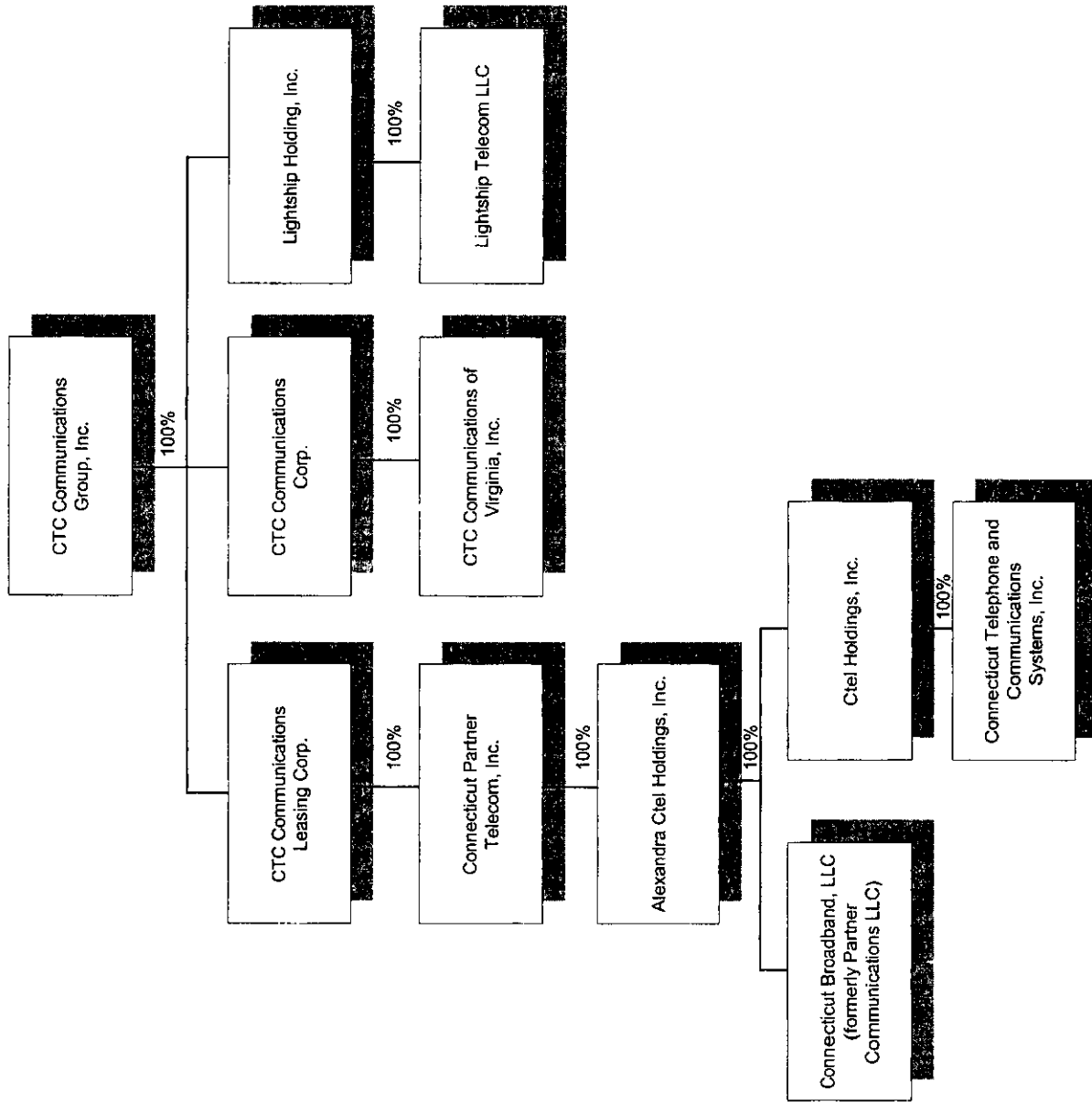


EXHIBIT C

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in CTC Group (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10%; (2) CTC Group (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.